

**Vodafone Global Enterprise Inc.
Application for Certificate to Become a
Telecommunications Carrier**

**EXHIBIT A:
Articles of Incorporation and
Illinois Certificate of Authority**

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "VODAFONE GLOBAL ENTERPRISE INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2008, AT 2:10 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4524493 8100

080358168

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6478506

DATE: 03-26-08

CERTIFICATE OF INCORPORATION
OF
VODAFONE GLOBAL ENTERPRISE INC.

ARTICLE I

The name of this corporation is Vodafone Global Enterprise Inc. (the "Corporation").

ARTICLE II

The registered agent and the address of the registered office in the State of Delaware are:

Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, Delaware 19808
County of New Castle

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

ARTICLE IV

The Corporation is authorized to issue two classes of stock to be designated respectively Common Stock ("Common Stock") and Preferred Stock ("Preferred Stock"). The total number of shares of Common Stock this Corporation is authorized to issue is one thousand (1,000). The total number of shares of Preferred Stock this Corporation shall be authorized to issue is five hundred (500). The Common Stock shall have a par value of \$0.0001 per share and the Preferred Stock shall have a par value of \$0.0001 per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the remaining shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares and as may be permitted by the General Corporation Law of the State of Delaware. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the

status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the corporation, provided, however, that the by-laws may only be amended in accordance with the provisions thereof.

B. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

C. The books of the corporation may be kept at such place within or without the State of Delaware as the by-laws of the corporation may provide or as may be designated from time to time by the Board of Directors.

ARTICLE VI

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the Delaware General Corporation Law, or (4) for any transaction from which the director derived an improper personal benefit.

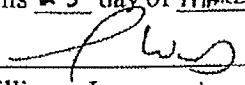
ARTICLE VII

The name and mailing address of the incorporator is:

Suzanne Williams
Vodafone Asia Pacific Limited
2999 Oak Road, 7th Floor
Walnut Creek, CA 94597

I, THE UNDERSIGNED, being the incorporator herein before named, for the purpose of forming a corporation pursuant to the General Corporation Laws of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 25 day of MARCH, 2008.

/s/ Suzanne Williams


Suzanne Williams, Incorporator

FORM **BCA 13.15** (rev. Dec. 2003)
APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

FILED

MAY 20 2008

JESSE WHITE
SECRETARY OF STATE

PAID

MAY 21 2008

EXPEDITED
SECRETARY OF STATE

Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

6609-3581

File #

Filing Fee \$ 150.00 Franchise Tax \$ 779.95 Penalty/Interest \$ — Total \$ 929.95 Approved BP

Submit in duplicate

Type or Print clearly in black ink

Do not write above this line

1. (a) CORPORATE NAME: Vodafone Global Enterprise Inc.



CP0368556

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Delaware Date of Incorporation March 26, 2008 Period of Duration perpetual

3. (a) Address of the principal office, wherever located: 2999 Oak Road, 7th Floor
Walnut Creek, CA 94597
(b) Address of principal office in Illinois:
(If none, so state)
680 Winston Dr
Elk Grove, IL 60007
Hoem office

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: Illinois Corporation Service Company

First Name	Middle Initial	Last name
Registered Office: <u>801 Adlai Stevenson Drive</u>		
<u>Springfield, IL</u>	<u>62703</u>	<u>Sangamon</u>
<u>City</u>	<u>ZIP Code</u>	<u>County</u>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President	Peters Suh	2999 Oak Rd, 7th Floor, Walnut Creek	CA	94597
Secretary	Megan Doberneck	999 18th St, Suite 1750, Denver	CO	80202
Director	Alfred Binford	One Verizon Way, VCS2S237	Basking Ridge, NJ	07920
Director	Nicholas Jeffrey	Vodafone House, The Connection, Newbury	Berkshire	RG14 2FN
Director				

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

Facilitate services to multi national companies that use the services of Verizon Wireless and Vodafone in Europe, Asia, etc.

045

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common Stock		\$.0001	1,000	100
Preferred Stock		\$.0001	500	0

(If more, attach list)

9. Paid-in Capital: \$ 6,100,324.99 , 080750
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

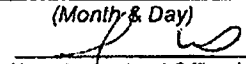
10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 3,000,000.00
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000.00
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 323,000.00

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time?
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:
April 1, 2008

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated May 14, 2008
(Month & Day) (Year)

(Any Authorized Officer's Signature)
Suzanne Williams, Treasurer
(Print Name and Title)

Vodafone Global Enterprise Inc.
(Exact Name of Corporation)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

Vodafone Global Enterprise Inc.

Officers:

Suzanne Williams
Treasurer
2999 Oak Road, 7th Floor
Walnut Creek, CA 94597

Robert Chu
Assistant Secretary
2999 Oak Road, 7th Floor
Walnut Creek, Ca 94597

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**EXHIBIT B:
Managerial and Technical Resources**

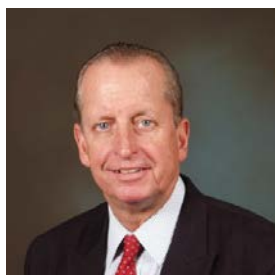
VGEI is a wholly-owned subsidiary of Vodafone Group Plc (“Vodafone”), a British multinational telecommunications company based in London. Vodafone is among the world’s largest telecommunications companies, serving over 400 million customers as of March 2013. Vodafone delivers mobile voice and data services directly via its own networks or through partner networks in more than thirty countries around the globe. Partner networks provide access to over forty more countries. Vodafone’s Global Enterprise division was established in 2007 to focus on the provision of telecommunications and information technology services throughout this vast service territory.

VGEI, a Vodafone subsidiary within the Global Enterprises division, was formed in 2008. The Company is now expanding its operational framework to offer enterprise-level wireline communications services in the United States. Initially, VGEI intends to provide competitive intrastate, interstate and international long distance services on a resold basis.

The Company has not been denied any requested authority to provide telecommunications services.

VGEI’s operations are directed by a management team with proven experience and capability. Each of the officers and directors of VGEI has ten or more years’ experience in his or her respective area of expertise, whether telecommunication, finance, or corporate management. The current management group brings over sixty years of experience working within the Vodafone corporate family. This continuity ensures a cohesive strategic vision for VGEI while providing the critical collaborative skills necessary for effective implementation.

Resumes for the VGEI management team are appended.

**Chuck Pol**

Country Chairperson, Vodafone US

President, Americas & Global Transformation Team, Vodafone Global Enterprise

Chuck Pol is the Country Chairperson for Vodafone US responsible for the compliance, governance and integration of all Vodafone entities that operate in America. Chuck also serves a dual role for Vodafone Global Enterprise as the President of the Americas region, as well as the Director of the Global Transformation Team, focused on selling and delivering large €100m+ complex deals for Vodafone.

Chuck joined Vodafone Global Enterprise in 2010 from British Telecom, where he held various senior executive positions in the US and UK spanning over 20 years in varying industry sectors, from Mobile Markets in BT Wholesale to the Global Financial Services sector.

Chuck has served as a Non-Executive Director of Project Renewal, a charity which devotes time, resource and finances to the homeless of New York City. He is a graduate of Belmont Abbey College. He has been married to Angella for over 30 years and has three grown children. He lives between New Jersey and Florida and spends any free time playing golf and spending time with his family.

Megan Doberneck
meganatpeak7@gmail.com
(303) 854-7663

<i>President and General Counsel</i> <i>Nov 2008-current</i>	Vodafone Americas Inc. (Denver, Colorado) Vodafone Americas is the management entity for the Vodafone US group, and holds Vodafone's stake in Verizon Wireless.
<i>General Counsel</i> <i>2008</i>	<ul style="list-style-type: none">• Board of Director, operational and governance responsibility for the Vodafone Americas group of companies, including management of the Finance, Tax, Legal/HR and Payroll/Risk Management functions to ensure delivery of financial and operational results.• General Counsel and Company Secretary for the Vodafone Americas group of companies with primary focus on corporate finance and capital structure; corporate governance; management of current, legacy and tax litigation; and risk management related to employment issues and benefit plan administration and operation. As General Counsel for the Americas group, acted as lead counsel on a multi-billion dollar external financing, sale of a multi-million dollar stake in a telematics company and sale of a multi-million dollar corporate jet. Successfully disposed of 50% of the Company's pending litigation over a three year period with no indemnity paid by the Company; led successful tax litigation efforts resulting in multi-million dollar refunds; lead counsel on federal audit defense and appeal; and revitalized the Company's governance and risk management processes.• General Counsel for Vodafone xone, Vodafone's recently launched innovation center in Silicon Valley and its investment counterpart, Vodafone Ventures. Designed and implemented the strategic and contractual architecture for Vodafone xone's incubator including the development program as well as the intellectual property and equity investment models. Developed Vodafone xone's business development model for revenue sharing arrangements and IP monetization.• US legal counsel to Vodafone Americas Foundation, Vodafone Group and non-US Vodafone operating companies. Advise business teams on the Verizon Wireless partnership agreement and corresponding rights and restrictions, Vodafone commercial offerings in the US, and commercial and compliance matters arising under US law.• YoY opex reductions of 10% while delivering millions of dollars in economic value. Right-sized Finance and Tax team skill sets and team structures; designed and implemented cross-functional efficiencies that eliminated significant external costs across all cost centers with a contemporaneous enhancement in the delivery of core Finance, Tax, HR/Legal and Payroll/Risk Management objectives.
<i>Senior Counsel</i> <i>2007</i>	
<i>Director, Legal and External Affairs</i> <i>2003-2005</i>	Covad Communications Company (Denver, Colorado) Covad (now MegaPath) was the largest independent provider of facilities-based DSL services in the United States, providing service across 45 states and in 240 major metropolitan markets.
<i>Regional General Counsel</i> <i>2002</i>	<ul style="list-style-type: none">• Responsible for Covad's public policy advocacy, state and federal regulatory relationships, commercial, contract and litigation efforts in the fourteen state Qwest region.• Developed and executed legal strategy for new product deployment and existing

<i>Senior Counsel</i> 2001	<p>product operations in the Qwest region.</p> <ul style="list-style-type: none"> • Led the turnaround strategy for Covad’s Qwest region operations team, resulting in significantly improved vendor performance in provisioning and repair, as well as the creation of an effective escalation path for operational issues. This initiative delivered residential subscriber growth and pushed two of the Qwest markets into the Company’s top five residential markets. • Maximized on litigation requiring incumbent providers to provide access to line shared DSL services as an unbundled network element or “UNE.” Following the federal elimination of this UNE three years later, negotiated the first commercial line sharing agreement in the US.
<i>Of Counsel</i> 2006	<p>Faegre & Benson LLP (Denver, Colorado)</p> <ul style="list-style-type: none"> • Business litigation, with a particular focus on complex commercial, products liability and class action litigation. Partnered with clients to advise on risk assessments, negotiations and non-litigation resolution strategies. Also practiced and had primary responsibility for all phases of litigation, from filing of complaint through appeals.
<i>Associate</i> 1996-2000	
<i>Associate</i> 1994-1996	<p>Akin, Gump, Strauss, Hauer and Feld, LLP (Washington, D.C.)</p> <ul style="list-style-type: none"> • Associate in business litigation group, with emphasis on commercial and environmental litigation. Engaged in issue assessments and lead discovery efforts. Represented clients in federal, state and administrative proceedings.
<i>Education</i>	<p>J.D. (<i>with honors</i>, Stone Scholar), Columbia University School of Law, NY, 1994</p>
	<p>B.A. in Political Science (<i>magna cum laude</i>, Phi Beta Kappa), University of California at Berkeley, 1990</p>
<i>Personal</i>	<p>Member, Colorado, New York and District of Columbia bars</p>
	<p>Chicago, New York and Boston marathons</p>
	<p>All American and Academic All American (swimming), 1987-1990</p>

SUZANNE WILLIAMS, CPA

1600 Dayton Avenue ~ Alameda, California 94501
925-586-2011 ~ sue.williams@vodafone.com

OVERVIEW OF QUALIFICATIONS

- Financial Executive with over 20 years of experience, knowledge and capabilities in financial reporting, planning, analysis and accounting.
- Human resources professional with over 7 years of experience in managing and implementing employee benefit programs, employee legal regulations, resourcing and hiring and database management.
- Strong strategic understanding with proven ability to see the big picture while maintaining ability to manage details.
- Demonstrated track record of success in cutting costs and increasing efficiency. Reputation for delivering on time and under budget.
- Extensive experience with C-level and Board communication and communications with regulatory agencies, clients, vendors and staff.
- Analytical, highly proactive problem solver.
- Poised professional with exceptional demeanor and superb communication skills.

OUTSTANDING PROFESSIONAL ACCOMPLISHMENTS

- Audit management – led several audits for the company
- Managed several system implementations and company re-organizations and restructuring
- Met 100% of Sarbanes Oxley compliance mandated deliverables, outperforming all other organizational entities as determined by monthly rankings.
- Honored with several *achievement awards* including fair value acquisition accounting for a Mexican telecommunications company, AirTouch Communications public offering, Portuguese telecommunications public offering, and disposition of a Danish telecommunications company.

EMPLOYMENT HISTORY

VODAFONE, Redwood City, California

1991 – Present

World's leading mobile telecommunications company with over \$67 billion in revenues.

Financial Controller and Treasurer (2002 – present)

Accounting Manager (1996 – 2002)

- Promoted to Controller from Accounting Manager in April 2000
- Manage month-end close using SAP, Great Plains FRX and Hyperion with oversight of daily transactions and reporting in accordance with the requirements of the publicly-traded parent company in the United Kingdom Average monthly EBIT of \$5 million - \$6 million and total net income of \$17 million; net assets of approximately \$3 billion.
- Direct the accurate and timely reporting of financial results for three reporting entities to the Board of Directors and parent company governance teams in the United Kingdom.
- Held Treasurer position for the US company.
- Created annual budgets and monthly forecasts that meet the units sales and asset goals
- Performed tax planning and compliance
- Conducted contract reviews
- Managed treasury operations including account establishment
- Responsible for ensuring the integrity of the financial results in accordance with International Accounting Standards.

- Directed a five person team consisting of three general ledger accountants and two accounts payable accountants.
- Responsible for complete Sarbanes Oxley documentation for the financial processes (narratives, flowchart, walkthrough, risk and control matrices and testing). Implement internal controls to ensure proper segregation of duties and create additional compliance procedures where potential deficiencies exist.
- Develop accounting policies and procedures. Ensure implementation and compliance with the policies and procedures.
- Research appropriate accounting treatment for various transactions such as a \$4 billion tax restructuring, \$900 million acquisition, entity disposition and merger of entities.
- Coordinated financial audits with external auditors.
- Member of Audit Committee for the \$20 million non-profit organization Vodafone Foundation.
- Key player in the annual budgeting decision-making process and quarterly forecasting process.
- Led successful system conversion from Great Plains to SAP for the U.S.

HR Professional (2007 – present)

Responsible for all areas of Human Resources for over 100 employees:

- Promoted to fulfill a broad range of HR functions, including recruiting and training employees, administering benefits, overseeing disciplinary action and managing HR records. Chaired annual benefits enrollment meetings, resolved conflicts between employees and performed exit interviews.
- Ensured employee benefit plan compliance with health care reform and ERISA regulations
- Responsible all aspects of employee resourcing and hiring
- Demonstrated success in negotiating win-win compromises, developing teambuilding programs, and writing personnel manuals, corporate policies, and job descriptions

- Decreased the monthly close cycle from seven to four days and streamlined the chart of accounts to match parent company reporting requirements.
- Spearheaded a project to restate three years of UK GAAP results under International Accounting Standards (net adjustments approximated \$25 million per year) and implemented processes for monthly reports under International Accounting Standards.
- Responsible for implementing process improvements to downsize the general ledger staff from nine to three over a two-year period resulting in annual savings of \$600K - \$700K.

AIRTOUCH COMMUNICATIONS, Walnut Creek, California

1994 – 1996

Leading provider of wireless telecommunication services for a global market. In 1999, Vodafone acquired AirTouch.

Director of Financial Planning and Analysis

- Prepared business plans for two international joint ventures. Presented plans to the Board of Directors
- Provided key assistance with the initial public offering for a Portuguese telecommunications company (organization's 51% investment was \$830 million).

PACTEL CORPORATION, Walnut Creek, California

1991 – 1994

A subsidiary of Pacific Telesis Group, a worldwide diversified telecommunications corporation operating cellular, paging, vehicle location and international wireless ventures. In 1994, PacTel was spun off as AirTouch Communications.

Accounting Standards Manager

- Major contributor in PacTel's IPO.
- Developed and verified implementation of accounting policies and procedures; evaluated internal controls.
- Researched complex accounting issues for proper US GAAP treatment.
- Led preparation and filling of statutory financials statements in Portugal, Spain, Netherlands, Belgium and Germany.

KOALA TECHNOLOGIES CORPORATION, Pleasanton, CA

1990 – 1991

Manufacturer of prepackaged software and peripheral devices.

- Controller

Price Waterhouse, Walnut Creek, California

1986 – 1990

Major international accounting and consulting firm.

Audit Senior Accountant

ACADEMIC BACKGROUND

UNIVERSITY OF CALIFORNIA, Berkeley, California

- Bachelor of Science in Business Administration, 1986
- Emphasis in Accounting

COMPUTER PROFICIENCY

- Excel, Word
- Hyperion, Great Plains Dynamics, FRX, SAP

LYNN OLIVER

Telephone: 303-828-6943

E-mail: lao315@gmail.com

SUMMARY

- Assistant Secretary to boards of directors for multiple entities, including the Vodafone Americas Foundation
- Extensively involved in all aspects of board meeting preparation, execution and follow-up
- Implement and manage Contract Management Program
- Provide paralegal support to President and US General Counsel
- Perform research involving legacy entities in support of tax and finance matters
- Create written materials for a variety of audiences

PROFESSIONAL EXPERIENCE

VODAFONE AMERICAS INC., Denver, CO

2007-Present

Governance Manager/Legal Assistant (Reporting to President and General Counsel)

- Assistant Secretary to the boards of directors of multiple Vodafone US entities: organize board meetings and prepare board packages; attend all board meetings, draft minutes; present to board of directors
- Responsible for regulatory compliance for Vodafone US entities; maintain corporate and organizational records in hard copy, in online corporate governance system, and electronic storage system
- Oversee formation and dissolution of corporate entities
- Spearhead and oversee new contract management program
- Research legal issues for US general counsel
- Coordinate and execute anti-bribery compliance and training for FCPA and UK Bribery Act; manage office Information Security program; Records Retention manager
- Supervised the transfer of over 200,000 documents from a document management system to an electronic document storage system
- Regularly participate with peers on global projects
- Provided response for internal governance audit (company received top rating); work extensively with Tax and Finance departments during audits; research questions on corporate history/relationships between former and present entities; provide institutional knowledge on various corporate entities

Human Resources:

- Create offer letters, authorize background checks, conduct new hire/benefit orientations; prepare secondment agreements for international Vodafone employees on assignment to the US; train and supervise temporary help
- Prepare documents pertaining to merit increases, bonuses, stock grants, severance packages

COVAD COMMUNICATIONS COMPANY, Denver CO
Paralegal, Government & External Affairs

3/2003 – 02/2007

- Provided paralegal support functions for attorneys in department, including preparation and filing of pleadings, briefs and motions in connection with technically and legally complex telecommunications disputes.
- Maintained all documents and files for division of legal department responsible for Covad's legal and legislative representation in a fourteen-state region.
- Worked with other departments in the company, including 1) Finance, to research and resolve inconsistencies in billing and rates, implement rate changes and application of rates, and comply with certain SOX requirements; and 2) Operations, to track changes in service and provide advice on methods to improve cost and service efficiencies.
- Responsible for negotiating on behalf of Covad to establish service quality plans and performance measurements relating to the provision of telecommunications services; perform data extractions and analyses for litigation and legislative purposes; preparation and filing of annual reports with state regulatory agencies

ADDITIONAL EXPERIENCE

Worked in a variety of law firms through 2003. Experience includes litigation, employment law, family law, and estate planning. Worked extensively with opposing counsel, external advisors and clients.

COMPUTER SKILLS

Microsoft Office, SAP, Equate Plus, PaperVision

ACCREDITATION

Notary Public

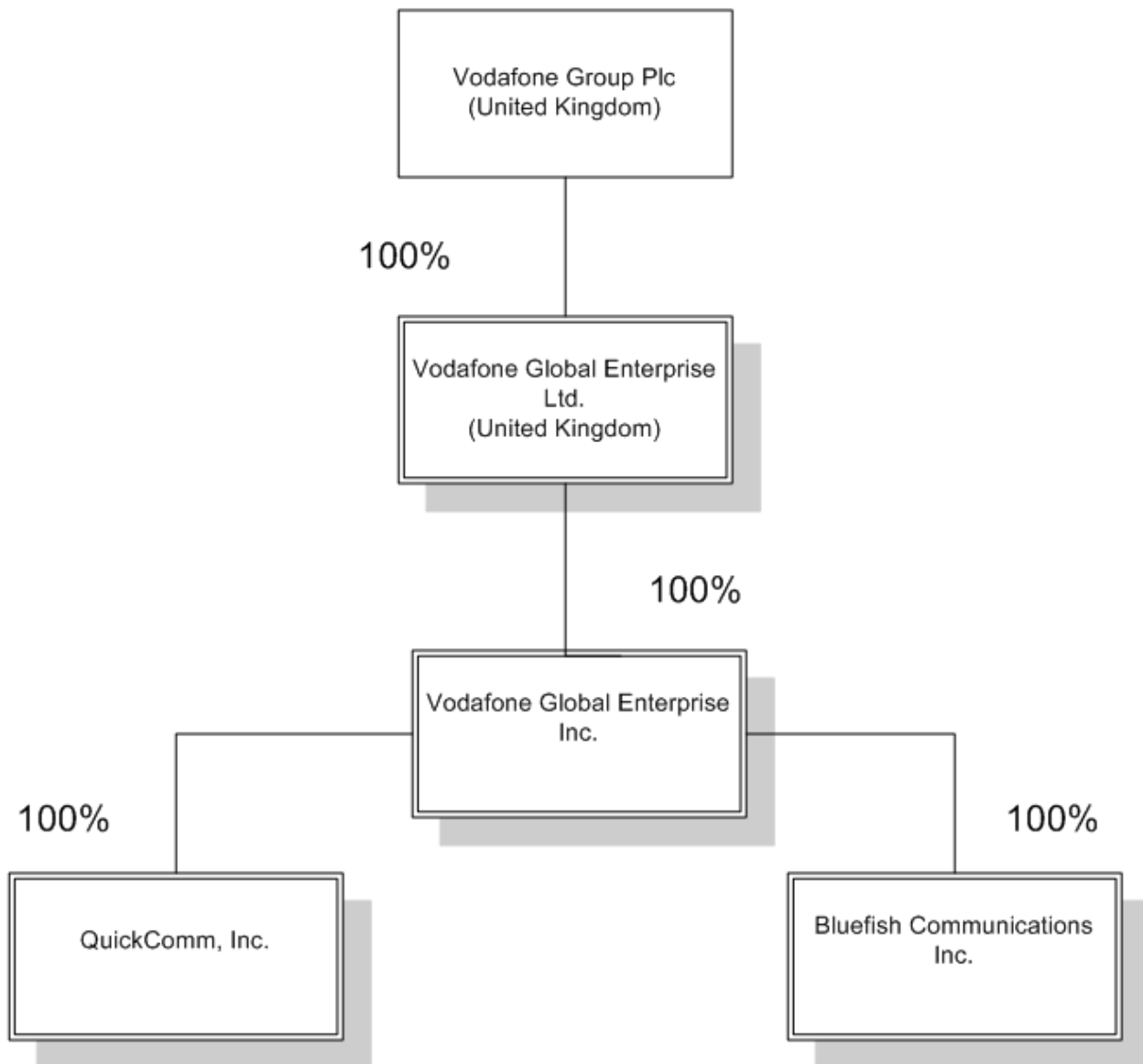
EDUCATION

Bachelor of Science in Business Administration, Colorado State University
 Paralegal Certificate - Denver Paralegal Institute

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**EXHIBIT C:
Organizational Chart**

VGEI Corporate Structure



This graphic only includes the vertical ownership chain and subsidiaries of VGEI. Other subsidiaries of Vodafone Group Plc have not been included.

**Vodafone Global Enterprise Inc.
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**EXHIBIT D-1:
Financial Resources**

VGEI possesses the necessary financial resources to provide the services proposed in this Application. The Company is a wholly-owned subsidiary of Vodafone Group Plc (“Vodafone”), a major multi-national communications provider. In its March 2013 annual report, Vodafone reported approximately \$70.2 billion in revenues from its global operations. Thus, as a wholly-owned subsidiary of Vodafone, VGEI has reliable access to more than ample working capital to fund the Company’s proposed operations, including the ability to meet any lease and ownership obligations associated with its provision of competitive telecommunications services. Below is an extract from the Consolidated Income Statement presented on page 90 of the Vodafone March 2013 annual report. (The table originally included data from 2011, 2012, and 2013.) The data provided was originally reported in UK pounds (£) but has been converted unofficially to US dollars based upon the average conversion rate as of the issuance of the annual report.¹ A copy of Vodafone’s complete March 2013 annual report can be accessed at http://www.vodafone.com/content/index/investors/investor_information/annual_report.html.

Consolidated income statement (April 1, 2012 – March 31, 2013)		
	2013 UK £ (million)	2013 US \$\$ (million)
Revenue	44,445	70,223.1
Cost of Sales	(30,505)	(48,197.9)
Gross profit	13,940	22025.2
Selling and distribution expenses	(3,258)	(5,147.64)
Administrative expenses	(5,199)	(8,214.42)
Share of result in associates	6,477	10,233.66
Impairment losses	(7,700)	(12,166)
Other income and expense	468	739.44
Operating profit	4,728	7470.24
Non-operating income and expense	10	15.8
Investment income	305	481.9
Financing costs	(1,788)	(2,825.04)
Profit before taxation	3,255	5,142.9
Income tax expense	(2,582)	(4,079.56)
Profit for the financial year	673	1,063.34
Attributable to:		
- Equity shareholders	429	677.82
- Non-controlling interests	244	385.52
Basic earnings per share*	0.87p	1.3746
Diluted earnings per share*	0.87p	1.3746

*These values are not expressed in terms of millions.

¹ The average conversion rate as of the issuance of the report was 1.58 (1£ = \$1.58 US).

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**EXHIBIT E:
Request for Waivers**

Part 735

Applicant seeks a waiver of Part 735 with respect to its provision of interexchange services. The Commission has repeatedly acknowledged that such a waiver is appropriate for competitive interexchange services provided under tariff pursuant to Commission regulations.

Part 250

Applicant seeks a waiver of 83 Ill. Admin. Code Part 250 in order to maintain its books and records outside of the State of Illinois. The Company currently maintains its books and records in Denver, CO. A requirement that VGEI maintain two separate sets of books would be costly, burdensome and unnecessary. Should the Commission require access to the Company's books and records, VGEI will facilitate such access expeditiously and at its own expense.

**Before the
STATE OF ILLINOIS
COMMERCE COMMISSION**

VODAFONE GLOBAL ENTERPRISE INC. :

:

Application for a certificate of :

Interexchange Authority to operate as a :

reseller of telecommunications services :

throughout the State of Illinois. :

Docket No. _____

**PRE-FILED TESTIMONY OF
MEGAN DOBERNECK
GENERAL COUNSEL AND COMPANY SECRETARY
VODAFONE GLOBAL ENTERPRISE INC.**

Q: Please state your full name, title, and business address for the record.

A: My name is Megan Doberneck. I am the General Counsel and Company Secretary of Vodafone Global Enterprise Inc. (“VGEI,” “Applicant” or the “Company”). My business address is 999 18th Street, Suite 1750, Denver, CO 80202.

Q: What is the purpose of your testimony?

A: I am testifying in support of the application of VGEI for a certificate of authority in Illinois to provide interexchange services statewide .

Q: Please briefly describe your professional background.

A: I have been involved in the communications industry since 2001, serving first as counsel and then as Director of Legal and External Affairs for Covad Communications Company in Denver. Prior to that, I served for seven years as an associate in two law firms in Washington, DC, and Denver Colorado. I have worked for Vodafone Americas Inc. since 2007, where I now serve as President and General Counsel. I am a lawyer licensed to practice in Colorado, New York, and the District of Columbia.

Q: Are you familiar with VGEI’s Application submitted to this Commission, as well as all attached exhibits?

A: Yes.

Q: Are all the statements in VGEI’s Application true and correct to the best of your knowledge, information and belief?

A: Yes.

Q. Is VGEI authorized to do business in Illinois ?

A. Yes, A copy of the qualifying document is appended as Exhibit A to VGEI’s application.

Q. Please provide a brief description of the Applicant.

A. VGEI is a Delaware corporation, formed on March 26, 2008. The Company is a wholly-owned subsidiary of Vodafone Group Plc (“Vodafone”), a British multinational telecommunications company based in London. Vodafone is among the world’s largest telecommunications companies, serving over 400 million customers as of March 2013. Vodafone delivers mobile voice and data services directly via its own networks or through partner networks in more than thirty countries around the globe. Partner networks provide access to over forty more countries. Vodafone’s Global Enterprise division was established in 2007 to focus on the provision of telecommunications and information technology services throughout this vast service territory. VGEI, a Vodafone subsidiary within the Global Enterprise division, was formed in 2008. The Company is now expanding its operational framework to offer enterprise-level wireline communications services in the United States. Initially, VGEI intends to provide competitive intrastate, interstate and international long distance services on a resold basis.

Q. Please describe the authority for which VGEI has applied.

A. VGEI seeks authority to operate as a competitive provider of resold interexchange telecommunications services. The Company intends to offer a full range of these services to enterprise-level business customers with premises located in Illinois.

Q. Please describe the geographic areas of the state that VGEI proposes to serve.

A. VGEI requests authority to provide interexchange services throughout the state of Illinois.

Q. Does VGEI hold telecommunications authorizations in other jurisdictions?

A. At this time, the Company does not hold telecommunications authority in any jurisdiction; however, along with this petition, VGEI currently is filing applications for such authority in California, Delaware, Connecticut, Georgia, Maryland, Massachusetts, Mississippi, Missouri, New York, North Carolina, Pennsylvania, Tennessee, Texas, and Washington.

Q. Does VGEI have any affiliates that provide regulated telecommunications services ?

A. Yes. An affiliate, Cable & Wireless Americas Operations, Inc., is authorized in Illinois to provide facilities-based interexchange services and holds additional authorizations to provide competitive telecommunications services in the District of Columbia, Florida, Illinois, New Jersey, New York and Texas. VGEI has other affiliates that are authorized by the Federal Communications Commission for international services or operate internationally as carriers in other countries. Further, VGEI's ultimate parent holds an approximately 45% interest in Verizon Wireless, although there are negotiations underway for the sale of this interest.

Q: Does the Company have sufficient financial resources to provide the telecommunications services proposed in its Application?

A: Yes, as shown by the financial documents submitted along with the Application, VGEI has adequate resources to provide the proposed services. Vodafone's consolidated income statement from its March 2013 annual report and unaudited internal financial statements for VGEI were submitted with the Application as Exhibits D-1 and D-2 respectively. The VGEI financial statements ("Financials") contain confidential proprietary information not generally available to the public. Due to the highly competitive nature of the telecommunications marketplace and the highly confidential nature of the Financials, VGEI deems this material to be

proprietary. Accordingly, the Financials have been marked as confidential and are being submitted under seal with a motion for confidential treatment.

Q. Is VGEI managerially qualified to provide the services it proposes within Illinois?

A. Yes. As demonstrated within its application, VGEI is guided by a management team with extensive managerial, technical and financial expertise, as well as a lengthy track record working as part of the Vodafone team. Resumes for the VGEI management team are provided as Exhibit B to the Company's application.

Q: What carrier or carriers will serve as the Company's underlying carrier or carriers?

A: VGEI is currently reviewing potential underlying carriers, including such major national providers as AT&T, Verizon, Level 3 and XO. VGEI will purchase services through a resale agreement with each underlying carrier.

Q: What services will the underlying carriers provide to VGEI?

A: The underlying carriers will provide a full range of interconnected services including basic "1+" long distance services, calling card services and toll-free services that VGEI will package and resell to its customers. VGEI will also provide its customers with access to directory assistance and operator-assisted calling provided by its underlying carriers.

Q: Will the Company provide any equipment or facilities related to its services?

A: No. VGEI will only resell services, relying on the facilities of the underlying carriers.

Q: Will VGEI submit a tariff for its interexchange services following grant of this application?

A: Yes.

Q. Will VGEI's rates for intrastate telecommunications services in Illinois be competitive with other carriers providing similar services?

A. Yes.

Q. How will VGEI handle billing matters?

A. VGEI will bill its customers directly, issuing monthly invoices (unless otherwise arranged with specific customers). The billing statement will include customer account information, service usage and charges including taxes and fees, contact information for billing and service inquiries, payment instructions and the total amount due to be remitted for services rendered.

Q. How will VGEI handle customer service matters?

A. VGEI's client service representatives will be available to assist its customers with service, maintenance and billing issues. Specifically, these representatives will be equipped to respond to a broad range of service matters, including inquiries regarding: (1) the types of services offered by VGEI and the rates associated with such services; (2) monthly billing statements; (3) problems or concerns pertaining to a customer's current service; and (4) general telecommunications matters. For billing, service and maintenance issues, customers and their internal Information Technology team personnel may contact VGEI's Global Service Desk twenty-four (24) hours a day, three hundred and sixty-five (365) days a year, by calling a toll-free number. Alternatively, customers may communicate their billing and account management questions or concerns in writing via mail to:

Customer Service
Vodafone Global Enterprise Inc.
560 Lexington Avenue, 9th Floor
New York, New York 10022

Customer concerns which are not adequately addressable at the customer service representative level will be escalated to more senior personnel for handling to ensure expeditious resolution.

Q. Please describe the Company's internal process for complaint resolution, the escalation process within your Company, and how/when a customer will be notified that they may contact the Illinois Commerce commission for assistance.

A. Customers may initiate a complaint with the Company on any matter by telephone, in writing or in person at any of the Company's offices. Upon initiation of services, VGEI customers will be provided the contact information for each method, including a toll-free number specifically for customer service issues. The Company's response to the complaint will generally be in the same format used by the Customer. Customer service personnel will be available seven days per week, twenty-four hours per day. The Company will investigate each complaint and respond to the Customer consistent with Commission Rules. At any point during the resolution of a complaint, the customer may seek review by a supervisor or manager. Customers will be notified of their prerogative to file a complaint with the Commission in the event that they are not satisfied with the Company's proposed resolution of the matter. In the event that a Customer seeks Commission review of the complaint, the Company will cooperate with subsequent proceedings consistent with Commission Rules.

Q. Please provide the Company contact information to be used by the Commission's Consumer Services Division for the resolution of complaints.

A. The contact for Commission communications regarding customer complaints is:

Vodafone US Inc.
ATTN: Governance Manager
999 18TH Street, Suite 1750
Denver, CO 80202
Tel: [*Pending toll free number*]
Email: [*Pending*]

Q. Will VGEI provide repair and maintenance services for its customers directly or through the use of third-party vendors?

A. VGEI will arrange with its underlying carriers to provide repair and maintenance services.

Q: Will the Company provide its own intrastate operator services in Illinois?

A: No. The Company will arrange with its underlying carriers for customer access to intrastate operator services.

Q: Does the Company intend to provide payphone services?

A: No.

Q. Does VGEI intend to provide 900 or 700 number services.

A. No.

Q: Describe how the Company will market the proposed telecommunications services.

A: With respect to the marketing of its services, VGEI commits to comply fully with all state and federal laws, all Commission rules promulgated regarding this topic, and all relevant rules promulgated by the Federal Communications Commission, particularly as concerns slamming. VGEI intends to serve enterprise-level customers and expects to reach out to customer prospects with individually developed proposals.

Q. What are the Company's policies with regard to slamming and cramming?

A. VGEI is committed to full compliance with state and federal requirement to prevent unauthorized carrier changes ("slamming") and unauthorized charges ("cramming"). VGEI will be serving enterprise level business customers pursuant to individually negotiated arrangements. The affirmative decision of those customers to switch their carriers to VGEI will be confirmed

and thoroughly documented. Verification will typically be obtained through a letter of authorization incorporated into the contracting materials. Similarly, the specific list of authorized services will be identified in the contractual materials. Except as expressly authorized by a customer, no third-party charges will be included in Company invoices. In the event that a customer has a question or dispute regarding a charge on the Company's invoice, VGEI personnel will promptly investigate the charge, either demonstrating that it was authorized by the customer or issuing an invoice credit.

Q. Does the Company have written guidelines in place to prevent the unauthorized slamming of customers?

A. Because VGEI's customers will be enrolled through individual negotiated contracts as described above, the prevention of slamming will be ensured by the Company's internal contracting procedures.

Q. Have any complaints or judgments been levied against the Company in Illinois, any other state or with the FCC ?

A. No.

Q. Does VGEI agree to comply with relevant parts of 83 Illinois Administrative Code upon approval of its application?

A. It does, subject to any waivers granted by the Commission.

Q. Is VGEI requesting any waivers in its application?

A. Yes. The Company respectfully requests waivers of: Part 700 (Uniform System of Accounts for Telecommunications Carriers) in order to maintain its books pursuant to the accounting methodology employed throughout the Vodafone corporate family; Part 735 (Establishment of Credit, Billing, Deposits, Termination of Service, and Issuance of Telephone

Directories); and 83 Ill. Admin. Code Part 250 (Public Utility Books and Accounts) so that it may continue to maintain its books and records in Denver, Colorado.

Q: Briefly explain why approval of VGEI's Application is in the public interest.

A: VGEI will provide Illinois business customers with another source of high quality telecommunications services and will further the development of a competitive market in the state. VGEI will also set a high bar among its competing service providers in terms of customer service and technical support.

Q. Do you have anything further to add?

A. No.

Q. Does this conclude your testimony at this time?

A. Yes, it does.